

SECOND AMENDED AND RESTATED BY-LAWS OF  
YOSEMITE SPRING PARK UTILITY CO.

ARTICLE I  
MEETINGS OF THE MEMBERS

Section 1. PLACE OF MEETINGS.

All meetings of the members shall be held at the office of the corporation in the State of California, as may be designated for that purpose from time to time by the Board of Directors (the "Board").

Section 2. ANNUAL MEETINGS

The annual meeting of the members shall be held at such hour and on such day during the month of July of each year as shall be determined by the Board, and shall be scheduled to coincide with, or be held in conjunction with, the Annual Meeting of the Yosemite Lakes Owners Association (YLOA), to the extent reasonably practicable.

At such meeting, the members shall: (1) elect by plurality vote a Board; (2) consider reports on the affairs of the corporation; and (3) transact such other business as may properly be brought before the meeting.

Section 3. SPECIAL MEETINGS

Special meetings of the members, for any purpose, may be called at any time by: (1) the President; (2) the Board; (3) any two or more directors; or (4) one or more members holding at least one-fifth (1/5) of the corporation's voting power.

Section 4. NOTICE OF MEETINGS

Notices of meetings annual or special, shall be given in writing to members entitled to vote by the Secretary or Assistant Secretary, or if there be no such officer—or in case of such officer's neglect or refusal—by any director or member.

Such notices shall be sent to the member's address on record, or an address provided for notice at least seven days before the meeting.

Notice of any meeting of members shall specify the place, the day and hour of meeting, and in the case of special meeting, as provided by the Corporations Code of California, the general nature of the business to be transacted.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting. No additional notice is required for the adjournment itself beyond announcing it at the meeting where the adjournment is made.

#### Section 5. CONSENT TO MEMBERS' MEETINGS

Any action taken at a members' meeting will be valid—as if the meeting had been properly called and noticed—provided that a quorum is present, whether in person or by proxy, and every member entitled to vote who is not present has either: (1) signed a written waiver of notice; (2) given written consent to hold the meeting; or (3) approved the meeting minutes (either before or after the meeting). All such waivers, consents, or approvals must be filed with the corporate records or included in the meeting minutes.

Any action which may be taken at a meeting of the members, may be taken without a meeting if authorized by a writing signed by all of the holders of shares who would be entitled to vote at a meeting for such purpose, and filed with the Secretary of the corporation.

#### Section 6. QUORUM.

A quorum consists of the majority of the shares entitled to vote, either present in person or by proxy. If a quorum is not met, the meeting may be adjourned until enough voting shares are present. Any business that could have been conducted at the original meeting may be transacted at the adjourned meeting once the quorum requirement is met.

#### Section 7. VOTING RIGHTS; CUMULATIVE VOTING.

Only members whose names appear on the stock records of the corporation on the day of any meeting of members, or at a date fixed by the Board for the determination of members of record, shall be entitled to vote at such meeting.

Each member is entitled to one vote per share and may cumulate their votes as provided in Section 7615 of the California Corporations Code.

#### Section 8. PROXIES.

Every member entitled to vote may do so in person or by written proxy, executed in accordance with the provisions of Section 7613 of the California Corporations Code and filed with the Secretary of the corporation.

## ARTICLE II

### DIRECTORS; MANAGEMENT

#### Section 1. POWERS.

Subject to the limitation of the Articles of Incorporation, these By-Laws and of the Laws of the State of California, all corporate powers shall be exercised by or under authority of, and the business and affairs of this corporation shall be controlled by, a Board of Directors.

## Section 2. NUMBER AND QUALIFICATIONS.

The authorized number of directors of the corporation shall be five (5), until changed by amendment to the Articles of Incorporation or by an amendment to this Section 2, Article II of these By-Laws, adopted by the vote or written assent of the members entitled to exercise the majority of the voting power of the corporation.

## Section 3. ELECTION AND TERM.

### a) Classes of Directors:

There shall be two (2) classes of Directors: Class I and Class II. In one year, three (3) Directors (Class I) shall be elected, and in the following year, two (2) Directors (Class II) shall be elected.

### b) Term of Office.

Each Director shall serve a term of two (2) years and shall hold office until their successor is elected.

### c) Staggered Elections.

Directors shall be elected at the annual meeting of the members on a staggered basis based on class such that in one year, Class I shall be elected and in the following year, Class II shall be elected. This alternating cycle shall continue thereafter.

### d) Transition Authority.

Notwithstanding the foregoing, the Board is authorized to adjust the length of current Director terms, including shortening or extending such terms by up to one (1) year, as necessary to transition from the prior May election cycle to the July annual meeting cycle and maintain the staggered classification of Directors.

## Section 4. VACANCIES

Vacancies in the Board may be filled by a majority vote of the remaining directors (even if they do not form a quorum) or by a sole remaining director.

A director elected to fill a vacancy will serve until a successor is elected at the next annual or special members' meeting. Members may also elect a director to fill any vacancy not filled by the directors or to add directors when these Bylaws are amended to increase the number of directors.

For purposes of these Bylaws, a vacancy shall be deemed to exist under any of the following circumstances: (1) a director dies, resigns, or is removed from office; (2) the members increase the number of authorized directors but fail to elect the additional director(s) at the meeting at which such an increase is approved—or at any adjourned meeting thereof; (3) the members, at any time, fail to elect the full number of directors authorized.

If the Board accepts a director's resignation effective at a future date, the Board or the members may elect a successor to serve when the resignation takes effect.

No reduction of the number of directors shall have the effect of removing any director prior to the expiration of his term of office.

#### Section 5. REMOVAL OF DIRECTORS.

The entire Board or any individual director may be removed from office as provided by Sections 7222, 7223, and 7224 of the California Corporations Code.

#### Section 6. PLACE OF MEETINGS.

Meetings of the Board shall be held at the office of the corporation or at another location designated by the Board for that purpose. Meetings are valid, wherever held, if held by the written consent of all directors of the Board, given either before or after the meeting and filed with the Secretary of the corporation.

#### Section 7. ORGANIZATION MEETINGS.

The organization meetings of the Board shall be held immediately following the adjournment of the annual meetings of the members.

#### Section 8. OTHER REGULAR MEETINGS.

Regular meetings of the Board shall be held immediately following the annual meeting of the members. No notice need be given of regular meetings.

#### Section 9. SPECIAL MEETINGS - NOTICES.

Special meetings of the Board for any purpose or purposes shall be called at any time by the President or if he is absent or unable or refuses to act, by any Vice-President, or by any two directors.

Written notice of the time and place of any special meetings must be either delivered personally to each director by letter or electronic message, if the director has opted in to receive notice electronically, with prepaid postage or charges. The notice shall be addressed to the director's address as recorded in the corporate records; if such an address is not available or cannot be readily determined, the notice should be sent to the location where directors' meetings are regularly held.

If notice is mailed or sent by e-mail, it must be sent at least forty-eight (48) hours prior to the scheduled meeting. If the notice is delivered personally, it must be delivered at least twenty-four (24) hours prior to the meeting. Any notice provided by these methods shall be deemed sufficient, legal, and personal notice to the director.

#### Section 10. WAIVER OF NOTICE.

If all directors attend a meeting regardless of how the meeting was called or noticed and sign a written consent that is entered in the meeting record, the meeting is deemed properly noticed. If only a majority of the directors are present, the meeting is likewise valid provided that every director who is absent signs a written waiver of notice either before or after the meeting. All such consents and waivers must be filed with the corporate records by the Secretary. In either case, the actions taken at the meeting are as valid as if the meeting had been regularly called with proper notice.

#### Section 11. NOTICE OF ADJOURNMENT.

When a meeting is adjourned and the time and place for the adjourned portion are fixed at the original meeting, no additional notice of the adjournment need be given to directors who were absent.

#### Section 12. QUORUM.

A quorum is established when a majority of the directors, as set forth in the articles or these By-Laws, are present. Any action taken by a majority of the directors present at a meeting with a quorum is a valid corporate act. Directors who are absent and who do not form a quorum may adjourn the meeting from time to time, but they may not conduct any business during that adjournment.

#### SECTION 13. CONSENT OF BOARD OBVIATING NECESSITY OF MEETING.

Notwithstanding anything to the contrary contained in these By-Laws, any action required or permitted under the California Corporations Code may be taken without a meeting if every director gives written consent either individually or collectively. All written consents must be filed with the board minutes and will have the same force and effect as a unanimous vote by the directors.

### ARTICLE III OFFICERS

#### Section 1. OFFICERS.

The officers shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. These officers shall be elected by and serve at the pleasure of the Board.

#### Section 2. ELECTION.

After their election the directors shall meet and elect a President from their own number, and one or more Vice-Presidents, a Secretary and a Treasurer. An individual may hold more than one office except for the offices of President and Secretary, which must be held by different persons.

#### Section 3. COMPENSATION AND TENURE OF OFFICE.

The compensation and tenure of office of all officers of the corporation shall be fixed by the Board.

#### Section 4. REMOVAL AND RESIGNATION.

Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the Board. In cases where an officer is not chosen by the Board, any officer vested with removal power by the Board may also effect removal.

Any officer may resign at any time by giving written notice to the Board, to the President, or to the Secretary. Any such resignation The resignation is effective on the date the notice is received or on a later specified date. Acceptance of the resignation is not required for it to take effect.

#### Section 5. VACANCIES.

A vacancy in any office because of death, resignation, removal, or disqualification shall be filled in the manner prescribed in these By-Laws for regular appointments to such office.

#### Section 6. PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board, have general supervision, direction and control of the business and affairs of the corporation. The President shall preside at all meetings of the members and of the Board. Additionally, the President shall be ex-officio a member of all the standing committees, including the executive committee, if any, and shall exercise the typical powers and duties of a corporation's president as determined by the Board or these By-Laws.

#### Section 7. VICE-PRESIDENTS.

The Vice Presidents shall, in the order designated by the Board, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board shall prescribe.

#### Section 8. SECRETARY.

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or at another location designated by the Board, of all meetings of directors and members. The minutes shall record the time and place of the meeting, the method of notice provided (if applicable), the names of those present at directors' meetings, the number of shares present or represented at members' meetings, and the proceedings of the meeting. The Secretary shall also keep, or cause to be kept, at the principal office or at the office of the corporation's transfer agent, a share register, or a duplicate share register. This register shall include the names and addresses of members, the number and classes of shares held, the number and dates of certificates issued, and the number and dates of cancellations.

#### Section 9. TREASURER.

The Treasurer shall receive and safeguard all funds of the corporation. The Treasurer shall disburse the corporation's funds only by means of a corporate check executed in the manner authorized by the Board.

#### Section 10. ASSISTANTS.

Any Assistant Secretary or Assistant Treasurer, respectively, may exercise any of the powers of the Secretary or Treasurer, respectively, as provided in these By-Laws or as directed by the Board, and shall perform such other duties as are assigned to them by the By-Laws or the Board.

#### Section 11. SUBORDINATE OFFICERS.

The Board may from time to time appoint such subordinate officers or agents as the business of the corporation may require, fix their tenure of office and allow them suitable compensation.

### ARTICLE IV

#### EXECUTIVE AND OTHER COMMITTEES

The Board may appoint an executive committee, and such other committees as may be necessary to carry out the business of the corporation. Each committee shall consist of the number of members specified by the Board and shall have the authority delegated by the Board in accordance with the Articles of Incorporation, these By-Laws, and applicable California law. Such committees shall hold office at the pleasure of the Board.

### ARTICLE V:

#### CORPORATE RECORDS AND REPORTS -- INSPECTION

##### Section 1. RECORDS.

The corporation shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business in the State of California, as determined by the Board.

##### Section 2. INSPECTION OF BOOKS AND RECORDS.

All books and records provided for in Section 8320 of the Corporations Code of California shall be open to the inspection of the directors and members from time to time in the manner provided therein.

##### Section 3. CERTIFICATION AND INSPECTION OF BY-LAWS.

The original, or a copy certified by the Secretary, of these Bylaws, as amended or otherwise altered to date, shall be open to inspection by the members of the company, as provided in Section 7160 of the California Corporations Code.

#### Section 4. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed in the manner determined by a resolution of the Board.

#### Section 5. CONTRACTS, ETC. -- HOW EXECUTED.

The Board may authorize any officer or agent to enter into contracts or execute instruments on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to incur liability on its behalf.

#### Section 6. ANNUAL REPORTS.

The Board shall cause annual reports to be made to the members as provided by Sections 8320 - 8322 of the Corporations Code of California. These annual reports shall be distributed to the members not later than one hundred twenty (120) days after the close of the fiscal year.

### ARTICLE VII -

#### CERTIFICATES AND TRANSFER OF SHARES

##### Section 1. CERTIFICATES FOR SHARES.

Share certificates shall be in the form and style designated by the Board. Each certificate must state the name of the record holder, the certificate number, the date of issuance, and the number of shares represented. The certificate shall: (1) indicate the par value or state that the shares have no par value; (2) detail the rights, privileges, preferences, and restrictions associated with the shares; (3) provide any information regarding redemption or conversion; and (4) specify any liens or restrictions on transfer or voting. If the shares are assessable or if assessments are collectible by personal action, the certificate shall include a clear statement to that effect.

Every certificate shall be signed by either the President or a Vice President and by the Secretary or an Assistant Secretary. Alternatively, a certificate may be authenticated using facsimile or electronic or digital signatures, provided that it is countersigned by a transfer agent or transfer clerk and duly registered by an approved bank or trust company—domestic or foreign—designated as the registrar of transfers.

##### Section 2. TRANSFER ON THE BOOKS.

Upon surrender to the Secretary or transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or transfer authority, the corporation shall issue a new certificate to the entitled party, cancel the old certificate and record the transaction in its books.

##### Section 3. LOST OR DESTROYED CERTIFICATES.

Any person claiming a share certificate is lost or destroyed must submit an affidavit or affirmation of that fact and publish notice in a manner prescribed by the Board. If required by the Board, the claimant shall furnish a bond of indemnity in a form acceptable to the Board and in an amount at least double the value of the shares represented by the certificate. Upon compliance, the corporation shall issue a new certificate of the same tenor and for the same number of shares.

#### Section 4. TRANSFER AGENTS AND REGISTRARS.

The Board may appoint one or more transfer agents or transfer clerks, and one or more registrars. The registrars shall be an incorporated bank or trust company, domestic or foreign, appointed at times and locations determined by the corporation's needs and designated by the Board.

#### Section 5. CLOSURE OF TRANSFER BOOKS.

At its discretion, the Board may suspend share transfers by closing the transfer books for a period of no more than 30 days immediately before any annual or special members' meeting or before the designated dividend payment date.

### ARTICLE VII

#### CORPORATE SEAL

The corporate seal shall be circular in form, and shall bear the name of the corporation, the date of its incorporation, and the word California.

### ARTICLE VIII -

#### AMENDMENTS TO BYLAWS

##### Section 1. BY MEMBERS.

New Bylaws may be adopted, or these Bylaws repealed or amended, at the annual members' meeting, or at any special meeting of members called for that purpose. Any amendment must be approved either by a vote of members representing a majority of the corporation's voting power or by obtaining the written consent of such members.

##### Section 2. POWERS OF DIRECTORS.

Subject to the right of the members to adopt, amend or repeal Bylaws, as provided in Section 1 of this Article VIII, the Board may adopt, amend, or repeal any provision of these Bylaws except any provision that changes the authorized number of directors.

##### Section 3. RECORD OF AMENDMENTS.

Whenever a new bylaw is adopted or an existing bylaw is amended or repealed, a copy of the change, along with the original bylaws, shall be maintained in the official bylaws record. If a

bylaw is repealed, the record shall indicate the date of the meeting at which the repeal was enacted or the date on which written assent was received.

APPROVAL AND RATIFICATION OF THE SECOND AMENDED AND RESTATED  
BYLAWS

Pursuant to the applicable provisions of the California Corporations Code and the current Bylaws of the corporation, the undersigned Member of Yosemite Spring Park Utility Co hereby approves and adopts these Second Amended and Restated Bylaws.

Date: 2-18-2026

**MEMBER:**  
YOSEMITE LAKES OWNERS ASSOCIATION

By:   
Name: Damon Wagener  
Its: YLOA Board President

**CERTIFICATION**

I certify that I am the duly elected, qualified, and acting Secretary of Yosemite Spring Park Utility Co. I further certify that the above Second Amended and Restated Bylaws were duly presented to and approved by the members at a meeting by unanimous written consent and that the approval represents the affirmative vote of members holding a majority of the voting power of the corporation.

Date: 4/18/2026

By: Judy Quinn  
Judy Quinn, Secretary